



CORPORATION SERVICE COMPANY

July 9, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 1, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **Chevron Oronite Company LLC**
1301 McKinney, Houston, TX 77010-3030

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Chevron Oronite Company LLC**, covering 105 rail cars with reporting marks and numbers: DBUX 250000 – DBUX 250365 – NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

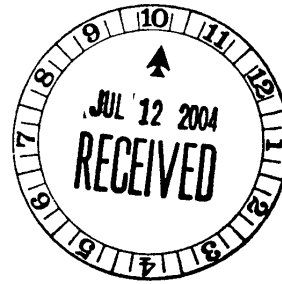
April O'Shea
Motor Vehicle Specialist
Enclosure

RECORDATION NO. 25065 FILED

JUL 13 '04

4-02 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1 day of September 2003, effective as of February 3, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CHEVRON ORONITE COMPANY LLC, a Delaware limited liability company, with an address at 1301 McKinney, Houston, TX 77010-3030 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of September 1, 2003, effective as of February 3, 2001, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms having accepted the terms and conditions contained in the Lease and in the applicable Schedule created pursuant thereto, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: *Richard Latini*
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHEVRON ORONITE COMPANY LLC

By: *Isabelle Valade*
Name: ISABELLE VALADE
Title: AME Procurement Mgr

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

105 25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated

1	DBUX	250000
2	DBUX	250002
3	DBUX	250006
4	DBUX	250007
5	DBUX	250022
6	DBUX	250023
7	DBUX	250024
8	DBUX	250040
9	DBUX	250056
10	DBUX	250057
11	DBUX	250058
12	DBUX	250059
13	DBUX	250060
14	DBUX	250062
15	DBUX	250066
16	DBUX	250070
17	DBUX	250071
18	DBUX	250075
19	DBUX	250076
20	DBUX	250077
21	DBUX	250078
22	DBUX	250129
23	DBUX	250130
24	DBUX	250137
25	DBUX	250140
26	DBUX	250141
27	DBUX	250142
28	DBUX	250143
29	DBUX	250144
30	DBUX	250146
31	DBUX	250149
32	DBUX	250150
33	DBUX	250151
34	DBUX	250152
35	DBUX	250153
36	DBUX	250155
37	DBUX	250157
38	DBUX	250158
39	DBUX	250159
40	DBUX	250160
41	DBUX	250161
42	DBUX	250162
43	DBUX	250163
44	DBUX	250164
45	DBUX	250165
46	DBUX	250166
47	DBUX	250167
48	DBUX	250168
49	DBUX	250169
50	DBUX	250170
51	DBUX	250171
52	DBUX	250172

53	DBUX	250173
54	DBUX	250174
55	DBUX	250175
56	DBUX	250231
57	DBUX	250232
58	DBUX	250233
59	DBUX	250234
60	DBUX	250235
61	DBUX	250236
62	DBUX	250237
63	DBUX	250238
64	DBUX	250239
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66	DBUX	250241
67	DBUX	250242
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69	DBUX	250244
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71	DBUX	250246
72	DBUX	250247
73	DBUX	250248
74	DBUX	250249
75	DBUX	250250
76	DBUX	250251
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79	DBUX	250254
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84	DBUX	250344
85	DBUX	250345
86	DBUX	250346
87	DBUX	250347
88	DBUX	250348
89	DBUX	250349
90	DBUX	250350
91	DBUX	250351
92	DBUX	250352
93	DBUX	250353
94	DBUX	250354
95	DBUX	250355
96	DBUX	250356
97	DBUX	250357
98	DBUX	250358
99	DBUX	250359
100	DBUX	250360
101	DBUX	250361
102	DBUX	250362
103	DBUX	250363
104	DBUX	250364

105 DBUX 250365

